

ALVORD AND ALVORD
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ELLSWORTH C. ALVORD (1964)

20006-2973

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OF COUNSEL
URBAN A. LESTER

October 30, 1995

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) executed copies of a Supplement No. 4, dated as of October 30, 1995, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Loan, Chattel Mortgage and Security Agreement duly filed with the Commission under Recordation Number 18816.

The names and addresses of the parties to the enclosed document are:

Debtor: ACF Industries, Incorporated
3301 Rider Trail South
Earth City, Missouri 63045

Secured Party: European American Bank
335 Madison Avenue
New York, New York 10017

A description of the railroad equipment covered by the enclosed document is:

218 railcars bearing ACFX reporting marks and road numbers as set forth on Schedule A attached thereto.

Mr. Vernon A. Williams
October 30, 1995
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Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return two stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', written in a cursive style.

Robert W. Alvord

RWA/bg
Enclosures



Interstate Commerce Commission
Washington, D.C. 20423-0001

10/30/95

Office Of The Secretary

Robert W. Alvord
Alvord And Alvord
918 Sixteenth St., NW., Ste. 200
Washington, DC., 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/30/95 at 2:45PM, and assigned recordation number(s). 18816-G, 18827-D and 19111-OCO, PPP and QQQ.

Sincerely yours.

Vernon A. Williams
Secretary

Enclosure(s)

(0100832006)

\$ 105.00 The amount indicated at the left has been received in payment of a fee in connection with document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

18816-G
OCT 10 1995

OCT 10 1995

SUPPLEMENT NO. 4
LOAN, CHATTEL MORTGAGE AND SECURITY AGREEMENT

SUPPLEMENT No. 4 to the Loan, Chattel Mortgage & Security Agreement dated as of May 24, 1994, as amended through the date hereof (the "Agreement") by and between ACF INDUSTRIES, INCORPORATED, a New Jersey corporation (the "Debtor"), and EUROPEAN AMERICAN BANK, a New York banking corporation (the "Bank").

1. This Supplement is executed and delivered pursuant to the Agreement in order to more particularly identify certain of the Collateral which the Debtor has assigned and granted, or does hereby assign and grant, a security interest in and to the Bank, and to confirm the assignment under, and security interest created by, the Agreement with respect to such Collateral. Any term defined in the Agreement and used herein shall have the meaning as defined therein.

2. The Debtor has transferred, conveyed, warranted, mortgaged, delivered, pledged, assigned and granted to the Bank, its successors and assigns, and does hereby transfer, convey, warrant, mortgage, deliver, pledge, assign and grant to the Bank a security interest in, in each case pursuant to the Agreement and as collateral security for payment and performance of the Obligations, all and singular of the Debtor's rights, title and interest in and to the following Collateral described in paragraphs 2(a), 2(b) and 2(c) hereof:

(a) All of the railroad rolling stock and standard gauge rolling stock listed on Schedule A hereto together with all accessories, accessions, equipment, parts, additions, attachments and appurtenances that are at any time appertaining, attached, affixed or related thereto, and all substitutions, renewals or replacements thereof and additions, improvements, accessions and accumulations thereto together with all rents, issues, income, profits and avails therefrom and the proceeds thereof.

(b) All of the lease agreements, lease schedules or relevant portions thereof and all riders, amendments and supplements thereto entered into and to be entered into by the Debtor with the lessee(s) thereunder, which lease agreement, lease schedule or relevant portion thereof provides for the leasing of one or more units of any of the items listed in the preceding clause (a), to the extent but only to the extent

relating to the items listed in the preceding clause (a), including (without limitation) the leases listed on Schedule A hereto, and all payments due and to become due under any such lease but only to the extent relating to any of the items listed in the preceding clause (a), whether as contractual obligations, damages or otherwise to the extent such payments are derived from any of the items listed in the preceding clause (a).

(c) All products and proceeds of any of the foregoing in whatever form, including (without limitation) insurance proceeds and any claims against third parties for loss or damage to or destruction of any or all of the foregoing and cash, negotiable instruments and other instruments for the payment of money, chattel paper, security agreements or other documents.


3. All provisions of the Agreement are hereby incorporated in this Supplement and made a part hereof. Schedule A hereto shall be deemed an addition to, and part of, Schedule A to the Agreement. By their execution and delivery of this Supplement, the parties hereto hereby reaffirm all of the provisions of the Agreement.

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Supplement in one or more counterparts as of this 30th day of October, 1995.

ACF INDUSTRIES, INCORPORATED

By: _____
Name: Robert J. Mitchell
Title: Senior Vice President
Finance

EUROPEAN AMERICAN BANK

By:  _____
Name: Robert G. Maichin
Title: Assistant Vice President

relating to the items listed in the preceding clause (a), including (without limitation) the leases listed on Schedule A hereto, and all payments due and to become due under any such lease but only to the extent relating to any of the items listed in the preceding clause (a), whether as contractual obligations, damages or otherwise to the extent such payments are derived from any of the items listed in the preceding clause (a).

(c) All products and proceeds of any of the foregoing in whatever form, including (without limitation) insurance proceeds and any claims against third parties for loss or damage to or destruction of any or all of the foregoing and cash, negotiable instruments and other instruments for the payment of money, chattel paper, security agreements or other documents.

3. All provisions of the Agreement are hereby incorporated in this Supplement and made a part hereof. Schedule A hereto shall be deemed an addition to, and part of, Schedule A to the Agreement. By their execution and delivery of this Supplement, the parties hereto hereby reaffirm all of the provisions of the Agreement.

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Supplement in one or more counterparts as of this 30th day of October, 1995.

ACF INDUSTRIES, INCORPORATED

By: 

Name: Robert J. Mitchell
Title: Senior Vice President
Finance

EUROPEAN AMERICAN BANK

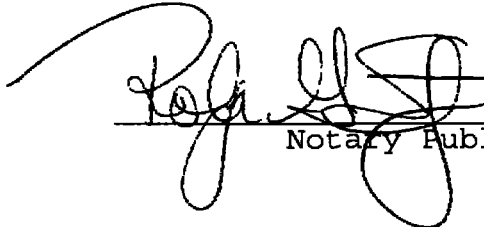
By: _____

Name: Robert G. Maichin
Title: Assistant Vice President

[Signature Page to Supplement No. 4 to EAB Agreement]

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 30th day of October, 1995, before me, personally appeared Robert J. Mitchell, to me known, who being by me duly sworn, says that he resides in Woodbury, New York and is Senior Vice President Finance of ACF INDUSTRIES, INCORPORATED; that said instrument was signed on behalf of said corporation on the date hereof by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

ROBYN G. STEINBERG
Notary Public, State of New York
No. 01ST5026264
Qualified in New York County
Commission Expires April 18, 1996

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this ____ day of October, 1995, before me, personally appeared Robert G. Maichin, to me known, who being by me duly sworn, says that he resides in New York, New York and is Assistant Vice President of EUROPEAN AMERICAN BANK; that said instrument was signed on behalf of said corporation on the date hereof by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this _____ day of October, 1995, before me, personally appeared Robert J. Mitchell, to me known, who being by me duly sworn, says that he resides in Woodbury, New York and is Senior Vice President Finance of ACF INDUSTRIES, INCORPORATED; that said instrument was signed on behalf of said corporation on the date hereof by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 26th day of October, 1995, before me, personally appeared Robert G. Maichin, to me known, who being by me duly sworn, says that he resides in New York, New York and is Assistant Vice President of EUROPEAN AMERICAN BANK; that said instrument was signed on behalf of said corporation on the date hereof by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

DAVALYN D. CURTIS
Notary Public

DAVALYN D. CURTIS
Notary Public, State of New York
No. 03-48982
Qualified in New York
Commission Expires 7/8/97

SCHEDULE A

LESSEE	CONTRACT/ RIDER	RPTG MARK	CAR NUMBER	TOTAL CARS
CYTEC INDUSTRIES	6272	ACFX	71599	
CYTEC INDUSTRIES				1
E.C.C.I.	56190012	ACFX	72063	
	56190012	ACFX	72064	
	56190012	ACFX	72065	
	56190012	ACFX	72066	
	56190012	ACFX	72067	
	56190012	ACFX	72068	
	56190012	ACFX	72069	
	56190012	ACFX	72070	
	56190012	ACFX	72071	
E.C.C.I.				9
BORDEN PACKAGING & IND	99660125	ACFX	72213	
	99660125	ACFX	72214	
	99660125	ACFX	72216	
	99660125	ACFX	72217	
	99660125	ACFX	72218	
	99660125	ACFX	72219	
	99660125	ACFX	72220	
	99660125	ACFX	72221	
	99660125	ACFX	72222	
BORDEN PACKAGING & IND				9
CIBA-GEIGY CORPORATION	5892	ACFX	71591	
CIBA-GEIGY CORPORATION				1
DSM CHEMICALS NORTH AMERICA	5873	ACFX	72201	
	5873	ACFX	72202	
	5873	ACFX	72204	
	5873	ACFX	72205	
	5873	ACFX	72211	
	5873	ACFX	72212	
	6092	ACFX	72191	
	6092	ACFX	72207	
DSM CHEMICALS NORTH AMERICA				8
CPC INTERNATIONAL INC	3698	ACFX	51373	
CPC INTERNATIONAL INC				1
BASF CORP CHEMICALS DIV	71140062	ACFX	42550	
	71140062	ACFX	42551	
	71140062	ACFX	42552	
	71140062	ACFX	42554	
	71140062	ACFX	42558	
	71140062	ACFX	42562	
	71140062	ACFX	42604	
BASF CORP CHEMICALS DIV				7
ENGELHARD CORPORATION	77300058	ACFX	51426	
ENGELHARD CORPORATION				1
JOHNSON AND JOHNSON CONSUMER	6452	ACFX	42618	
JOHNSON AND JOHNSON CONSUMER				1
J M HUBER CORPORATION	4396	ACFX	72093	
J M HUBER CORPORATION				1
ROQUETTE AMERICA INC	6330	ACFX	200008	
	6330	ACFX	200013	
	6330	ACFX	200014	
	6330	ACFX	200015	

SCHEDULE A

LESSEE	CONTRACT/ RIDER	RPTG MARK	CAR NUMBER	TOTAL CARS
	6330	ACFX	200019	
	6330	ACFX	200020	
	6330	ACFX	200021	
	6330	ACFX	200023	
	6330	ACFX	200025	
	6330	ACFX	200027	
	6330	ACFX	200028	
	6330	ACFX	200029	
	6330	ACFX	200030	
	6330	ACFX	200031	
	6330	ACFX	200032	
	6330	ACFX	200033	
	6330	ACFX	200034	
	6330	ACFX	200035	
	6330	ACFX	200036	
	6330	ACFX	200037	
	6330	ACFX	200038	
	6330	ACFX	200039	
	6330	ACFX	200040	
	6330	ACFX	200041	
	6330	ACFX	200042	
	6330	ACFX	200043	
	6330	ACFX	200044	
	6330	ACFX	200045	
	6330	ACFX	200046	
	6330	ACFX	200047	
	6330	ACFX	200048	
	6330	ACFX	200049	
	6330	ACFX	200050	
	6330	ACFX	200052	
	6330	ACFX	200055	
	6330	ACFX	200056	
	6330	ACFX	200057	
	6330	ACFX	200058	
	6330	ACFX	200059	
	6330	ACFX	200060	
	6330	ACFX	200062	
	6330	ACFX	200063	
ROQUETTE AMERICA INC				42
HAYWOOD COMPANY	4194	ACFX	51392	
HAYWOOD COMPANY				1
KENTUCKY TENNESSEE CLAY CO.	4330	ACFX	72059	
	4330	ACFX	72060	
	4330	ACFX	72061	
	4330	ACFX	72062	
KENTUCKY TENNESSEE CLAY CO.				4
MONSANTO COMPANY	6359	ACFX	200158	
	6359	ACFX	200159	
	6359	ACFX	200160	
	6359	ACFX	200161	
	6359	ACFX	200162	
	6359	ACFX	200163	
	6359	ACFX	200164	

SCHEDULE A

LESSEE	CONTRACT/ RIDER	RPTG MARK	CAR NUMBER	TOTAL CARS
	6359	ACFX	200166	
	6359	ACFX	200167	
	6359	ACFX	200168	
MONSANTO COMPANY				10
WESTLAKE POLYMERS CORP	58310001	ACFX	40968	
	58310001	ACFX	40969	
	58310001	ACFX	40970	
	58310001	ACFX	40971	
	58310001	ACFX	40972	
	58310001	ACFX	40973	
	58310001	ACFX	40974	
	58310001	ACFX	40975	
	58310001	ACFX	40976	
	58310001	ACFX	40978	
	58310001	ACFX	40979	
	58310001	ACFX	40980	
	58310001	ACFX	40981	
	58310001	ACFX	40982	
	58310001	ACFX	40983	
	58310001	ACFX	40984	
	58310001	ACFX	40985	
	58310001	ACFX	40986	
	58310001	ACFX	40987	
	58310001	ACFX	40988	
	58310001	ACFX	40989	
	58310001	ACFX	40990	
	58310001	ACFX	40991	
	58310001	ACFX	40992	
	58310001	ACFX	40993	
	58310001	ACFX	40994	
	58310001	ACFX	40995	
	58310001	ACFX	40996	
	58310001	ACFX	40997	
	58310001	ACFX	40998	
	58310001	ACFX	40999	
	58310001	ACFX	41000	
	58310001	ACFX	41001	
	58310001	ACFX	41002	
	58310001	ACFX	41004	
	58310001	ACFX	41005	
	58310001	ACFX	41006	
	58310001	ACFX	41007	
	58310001	ACFX	41008	
	58310001	ACFX	41009	
	58310001	ACFX	41010	
	58310001	ACFX	41011	
	58310001	ACFX	41012	
	58310001	ACFX	41013	
	58310001	ACFX	41014	
	58310001	ACFX	41015	
	58310001	ACFX	41016	
	58310001	ACFX	41017	
	58310001	ACFX	41018	

SCHEDULE A

LESSEE	CONTRACT/ RIDER	RPTG MARK	CAR NUMBER	TOTAL CARS
	58310001	ACFX	41019	
	58310001	ACFX	41020	
	58310001	ACFX	41021	
	58310001	ACFX	41022	
	58310001	ACFX	41023	
	58310001	ACFX	41024	
	58310001	ACFX	41025	
	58310001	ACFX	41026	
	58310001	ACFX	41027	
	58310001	ACFX	41028	
	58310001	ACFX	41029	
	58310001	ACFX	41030	
	58310001	ACFX	41031	
	58310001	ACFX	41032	
	58310001	ACFX	41033	
	58310001	ACFX	41034	
	58310001	ACFX	41035	
	58310001	ACFX	41036	
WESTLAKE POLYMERS CORP				67
PROCTOR AND GAMBLE MFG CO	96750239	ACFX	42635	
	96750239	ACFX	42636	
	96750239	ACFX	42637	
	96750239	ACFX	42638	
PROCTOR AND GAMBLE MFG CO				4
ARISTECH CHEMICAL CORP	27530108	ACFX	72088	
	27530108	ACFX	72089	
	27530108	ACFX	72090	
	27530108	ACFX	72091	
ARISTECH CHEMICAL CORP				4
A. E. STALEY MANUFACTURING	4210	ACFX	51409	
	4210	ACFX	51410	
	4210	ACFX	51411	
	4210	ACFX	51412	
A. E. STALEY MANUFACTURING				4
MARSULEX INC.	4347	ACFX	77317	
	4347	ACFX	77318	
	4347	ACFX	77319	
	4347	ACFX	77320	
	4347	ACFX	77321	
	4347	ACFX	77322	
	4347	ACFX	77323	
	4347	ACFX	77324	
	4347	ACFX	77325	
	4347	ACFX	77326	
MARSULEX INC.				10
WORLD MINERALS INC.	6382	ACFX	41076	
	6382	ACFX	41077	
WORLD MINERALS INC.				2
BUSH BOAKE ALLEN ,INC.	08010033	ACFX	72185	
	08010033	ACFX	72186	
	08010033	ACFX	72189	
	08010033	ACFX	72206	
BUSH BOAKE ALLEN ,INC.				4

SCHEDULE A

LESSEE	CONTRACT/ RIDER	RPTG MARK	CAR NUMBER	TOTAL CARS
DRY BRANCH KAOLIN COMPANY	4156	ACFX	71683	
	4156	ACFX	71684	
	4156	ACFX	71685	
	4156	ACFX	71686	
	4156	ACFX	71687	
DRY BRANCH KAOLIN COMPANY				5
BARRETTS MINERALS INC.	4209	ACFX	51393	
	6442	ACFX	42612	
	6442	ACFX	42614	
	6442	ACFX	42616	
	6442	ACFX	42617	
BARRETTS MINERALS INC				5
HAMPSHIRE CHEMICAL CORP	4240	ACFX	71827	
	4240	ACFX	71828	
	4240	ACFX	71829	
	4240	ACFX	71830	
	4240	ACFX	71831	
	4240	ACFX	71832	
HAMPSHIRE CHEMICAL CORP				6
DOMTAR SPECIALTY FINE PAPER	6299	ACFX	72144	
	6299	ACFX	72145	
	6389	ACFX	72146	
DOMTAR SPECIALTY FINE PAPER				3
WESTLAKE PVC CORPORATION	58320010	ACFX	40893	
	58320010	ACFX	40927	
	58320010	ACFX	40958	
	58320010	ACFX	40977	
WESTLAKE PVC CORPORATION				4
WEAVER POPCORN	6303	ACFX	42592	
	6303	ACFX	42595	
	6303	ACFX	42596	
	6303	ACFX	42597	
WEAVER POPCORN				4
TOTAL				218